

**CONSTITUTION OF RETAIL NZ  
INCORPORATED**

DRAFT

**Constitution of  
Retail NZ Incorporated**

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# Constitution of Retail NZ Incorporated

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## NAME AND STATUS

### Society name

- 1 The name of the society is Retail NZ Incorporated (in this Constitution referred to as "the Society").

## INTERPRETATION

### Definitions

- 2 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

"Act" means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

"Annual General Meeting" means a meeting of the Members of the Society held once a year which, among other things, will receive and consider reports on the Society's activities and finances in accordance with rules 75 to 78.

"Board" means the Officers of the Society acting as a board in accordance with this Constitution.

"Chief Executive Officer" means the person appointed by the Board to act as Chief Executive Officer of the Society in accordance with rules 105 to 111.

"Constitution" means the rules in this document and as varied from time to time in accordance with these rules.

"General Meeting" means either an Annual General Meeting or a Special General Meeting of the Members of the Society as the case may be.

"Interested Officer" means an Officer who is interested in a matter for any of the reasons set out in section 62 of the Act.

"Interests Register" means the register of interests maintained by the Board under rule 137 and as required by section 73 of the Act.

"Matter" means:

- (a) the Society's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

"Member" means a person who has consented to become a Member of the Society, has been properly admitted to the Society, has paid any subscriptions due and who has not ceased to be a Member of the Society.

"not-for-profit" has the meaning given to it in the Act.

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"*Notice*" to Members includes any notice given by email, post or courier to the most recent physical, postal or email address of the intended recipients that is known to the sender of the notice or, in the case of notices to the Society, to the Society's registered office.

"*Officer*" means a natural person elected pursuant to rules 114 and 116 of this Constitution who is:

- (a) a member of the Board; or
- (b) occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive Officer; and
- (c) not disqualified from being an Officer under rule 113.

"*President*" means the Officer responsible for chairing General Meetings and Board meetings, and who provides leadership to the Society, elected in accordance with rule 99.

"*Purposes*" means the purposes of the Society as set out in rule 3 of this Constitution.

"*Register*" means the Register of Incorporated Societies.

"*Register of Members*" means the register of Members kept under rules 132 to 135 of this Constitution as required by section 79 of the Act.

"*Registrar*" means the Registrar of Incorporated Societies appointed in accordance with section 240 of the Act.

"*Special General Meeting*" means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

"*Vice President*" means the Officer elected or appointed to deputise in the absence of the President in accordance with rule 99.

"*Voting Member*" means a current financial member of the Society whose voting rights have not been suspended under this Constitution.

"*Working Days*" mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following: a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

## PURPOSE

### Purpose of the Society

- 3 The overall purpose of the Society is "to help retailers succeed and strengthen 'NZ Inc'". This means supporting the growth of the retail sector for the benefit of the community.

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- 4 The Society may do all such other things which, in the opinion of the Society, are necessary to further this overall purpose, including by advocating:
- 4.1 to promote better goods and services;
  - 4.2 to promote better employment practices and frameworks;
  - 4.3 to promote the value of thriving and vibrant town centres for the benefit of the community;
  - 4.4 for the advancement of education in relation to retail careers;
  - 4.5 in relation to "fair pay" negotiations or other industrial relations negotiations;
  - 4.6 in relation to challenges facing the retail sector, and the impacts of those challenges on the community; and
  - 4.7 for policy or other action to support the sector.
- 5 In fulfilling these purposes, the Society may:
- 5.1 make submissions on laws and other policy changes;
  - 5.2 undertake research;
  - 5.3 organise conferences, awards and other events;
  - 5.4 provide advice to members;
  - 5.5 provide ancillary benefits to members;
  - 5.6 provide other services as determined from time to time; and
  - 5.7 otherwise exercise the powers set out in rule 8.

**Restricted purposes**

- 6 The Society must not operate for the purpose of, or with the effect of:
- 6.1 distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind);
  - 6.2 furthering or attaining any purposes outside New Zealand;
  - 6.3 having capital that is divided into shares or stock held by its Members; or
  - 6.4 holding property in which its Members have a direct disposable interest (including in the form of shares or stock in the capital of the Society or otherwise).

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- 6.5 Notwithstanding rules 6.1 to 6.4 above, the Society will not operate for the financial gain of Members simply if the Society:
- (a) engages in trade;
  - (b) pays a Member for matters that are incidental to the Purposes, and the Member is a not-for-profit entity;
  - (c) distributes funds to a Member to further the Purposes, and the Member:
    - i is a not-for-profit entity;
    - ii is affiliated or closely related to the Society; and
    - iii has the same, or substantially the same, Purposes as those of the Society;
  - (d) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's Purposes;
  - (e) provides benefits to members of the public or of a class of the public and those persons include Members or their families in accordance with the Purposes;
  - (f) provides benefits to Members or their families to alleviate hardship in accordance with the Purposes;
  - (g) provides educational scholarships or grants to Members or their families in accordance with the Purposes;
  - (h) pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society);
  - (i) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the Purposes of the Society; or
  - (j) on removal of the Society from the Register of Incorporated Societies having its surplus assets distributed under Subpart 5 of Part 5 of the Act to a Member that is a

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not-for-profit entity and such Member has the same, or substantially the same, purposes as the Purposes of the Society.

### **Act and Regulations**

- 7 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

### **POWERS**

- 8 Subject to this Constitution, the Society has the power to:
- 8.1 purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
  - 8.2 control and raise money including to borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
  - 8.3 sell, lease, mortgage, charge or otherwise dispose of any of its property and grant such rights and privileges over such property as it considers appropriate;
  - 8.4 determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
  - 8.5 produce, develop, create, license and otherwise exploit, use and protect the intellectual property of the Society;
  - 8.6 make, alter, rescind, enforce this Constitution, and any rules, By-Laws, regulations, policies and procedures for the governance, management and operation of the Society;
  - 8.7 consider and settle disputes and complaints in accordance with this Constitution;
  - 8.8 determine who are its Members and withdraw, suspend or terminate membership;
  - 8.9 enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations; and
  - 8.10 do any other acts or things which are incidental or conducive to the attainment of the Purposes.

## **RESTRICTIONS ON SOCIETY POWERS**

### **Financial gain**

- 9 The Society must not be carried on for the financial gain of any of its Members.

## **CONTACT DETAILS FOR THE SOCIETY**

### **Registered office**

- 10 The registered office of the Society will be Floor 9, 175 Victoria Street, Te Aro, Wellington, 6011, New Zealand, or such other place in New Zealand as the Board from time to time determines.

### **Contact person**

- 11 The Society must have at least one, but no more than three, Society contact person(s) that the Registrar can contact when needed.
- 12 The Society's contact person must be:
- 12.1 at least 18 years of age;
  - 12.2 ordinarily resident in New Zealand; and
  - 12.3 appointed by the Board or elected by the Members at a General Meeting.
- 13 Unless an alternative "contact person" is appointed by the Board (for the purposes of the Act), the following people will be the Society's "contact persons":
- 13.1 the Chief Executive Officer;
  - 13.2 the President; and
  - 13.3 any other person as determined from time to time by the Board.

### **Notice of change of registered office**

- 14 Changes to the registered office must be notified to the Registrar:
- 14.1 at least 10 Working Days before the change of address for the registered office is due to take effect; and
  - 14.2 in a form and as required by the Act.

### **Notice of change of contact person**

- 15 The Society's contact person(s) name must be provided to the Registrar, along with their contact details, including:
- 15.1 a physical address or an electronic address; and
  - 15.2 a telephone number.

### **Timing of Notice**

- 16 Any change in that contact person or that person's name or contact details must be advised to the Registrar within 20 Working Days of that change occurring, or the Society becoming aware of the change.

### **MEMBERS**

#### **Minimum number of Members**

- 17 The Society will maintain the minimum number of Members required by the Act.

#### **Types of Members**

- 18 The classes of membership are as follows:
- 18.1 **ordinary membership** of the Society is open to corporate bodies, partnerships or individuals who are retailers, e-commerce retailers, retail entrepreneurs, wholesalers engaged in trade, or any organisation associated with retail (including the provision of services to retailers); and
- 18.2 **life membership** of the Society may be conferred on any person who has, in the opinion of the Board rendered conspicuous service to the retail sector or the Society.

#### **Consent**

- 19 Every applicant for membership must consent in writing to becoming a Member.
- 20 All existing Members of the Society at the date this Constitution is adopted shall continue as Members.

#### **Application for membership**

- 21 An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the Board regarding an application for membership and will become a Member on acceptance of that application by the Board (or delegated Society staff) and payment of all relevant membership subscription fees.

#### **Decision**

- 22 The Board may accept or decline an application for membership at its sole discretion. The Board or delegated Society staff must advise the applicant of its decision.
- 23 A person becomes a life member of the Society by notifying the Chief Executive Officer that they accept a grant of life membership under rule 18.2.

## **Records**

- 24 The signed written consent of every Member to become a Society Member must be retained in the Society's membership records.

## **MEMBERS' OBLIGATIONS AND RIGHTS**

### **Members' obligations and rights**

- 25 Every Member must provide the contact person (under rules 11 to 13) of the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the contact person of the Society in writing of any changes to those details.
- 26 All Members must promote the interests and Purposes of the Society and must do nothing to bring the Society into disrepute.
- 27 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member is liable for an obligation of the Society by reason only of being a Member.
- 28 Any Member that is a body corporate must provide the Board, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person will be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
- 29 The Board may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

## **SUBSCRIPTIONS AND FEES**

### **Annual subscription**

- 30 The annual subscription and any other fees for membership for the current financial year will be set by resolution of the Board (which can also decide that payment be made by periodic instalments).

### **Failure to pay annual subscription**

- 31 Any Member failing to pay the annual subscription (including any periodic payment), or levy, within 20 Working Days of the date the same was due for payment will be considered as unfinancial and will (without being released from the obligation of payment) have no membership rights and will not be entitled to participate in any Society activity or to access or use the Society's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 40 Working Days of the due date for payment of the subscription, any other fees, or levy, the Board may

terminate the Member's membership (without being required to give prior Notice to that Member).

## **CEASING TO BE A MEMBER**

### **Ceasing to be a Member**

- 32 A Member ceases to be a Member:
- 32.1 by resignation from that Member's class of membership by written Notice signed by that Member to the Board or to delegated Society staff;
  - 32.2 on termination of a Member's membership following a dispute resolution process under this Constitution;
  - 32.3 on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership); or
  - 32.4 by resolution of the Board or to delegated staff, where (as applicable):
    - (a) the Member has failed to pay a subscription, levy or other amount due to the Society within 40 Working Days of the due date for payment;
    - (b) in the opinion of the Board, the Member has brought the Society into disrepute; or
    - (c) in the opinion of the Board, the Member no longer falls within the definition of any class of membership under rule 18.

### **Date of ceasing**

- 33 A Member ceases to be a Member with effect from (as applicable):
- 33.1 the date of termination of the Member's membership under this Constitution;
  - 33.2 the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution); or
  - 33.3 the date specified in a resolution of the Board and when a Member's membership has been terminated, the CEO will promptly notify the former Member in writing.

### **Obligations once membership has ceased**

- 34 A Member who has ceased to be a Member under this Constitution:
- 34.1 remains liable to pay all subscriptions, and other fees to the Society's next balance date;

34.2 must cease to hold themselves out as a Member; and

34.3 is not entitled to any of the rights of a Member.

### **Becoming a Member again**

35 Any former Member may apply for re-admission in the manner prescribed for new applicants.

36 But if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Board.

## **GENERAL MEETINGS**

### **Procedures for all General Meetings**

37 The Board must give all Members at least 15 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting. In respect of any Notice of a motion to amend this Constitution at the General Meeting, the motion must be accompanied by reasons and recommendations from the Board.

38 That Notice will be published on the Society's website and sent to Members at the contact email address notified to the Society and recorded in the Society's Register of Members.

39 The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting provided that Notice was given in accordance with rules 37 and 38.

40 General Meetings may be attended by all Members of whatever class of membership but only Voting Members will be permitted to vote.

### **Attendance at General Meetings**

41 Members may attend, speak and vote (if they are entitled to) at General Meetings:

41.1 in person (subject to rules 0 and 69);

41.2 by a signed original written proxy, in favour of some individual entitled to be present at the meeting and received by, or handed to, the Board before the commencement of the General Meeting;

41.3 by a signed written proxy in accordance with section 228 of the Contract and Commercial Law Act 2017 to an email address designated by the Board (and if not designated, to the contact person of the Board) to receive proxies in favour of some individual entitled to be present at the meeting before the commencement of the General Meeting; or

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41.4 through the authorised representative of a body corporate as notified to the Board; and

41.5 no other proxy voting will be permitted.

**Quorum**

42 No General Meeting may be held unless at least five Voting Members attend throughout the meeting and this will constitute a quorum.

43 Any decisions made when a quorum is not present are not valid.

**When quorum is not met**

44 If, within half an hour after the time appointed for a meeting, a quorum is not present, the meeting, if convened upon request of Members, will be dissolved. In any other case, it will stand adjourned to a day, time and place determined by the President of the Society, and if at such adjourned meeting, a quorum is not present, those Members present in person or by proxy will be deemed to constitute a sufficient quorum.

**Voting**

45 Each Member will be placed into a membership category based on the level of annual membership fees payable by that Member in the relevant financial year.

46 The membership categories, as at the date of this Constitution, are:

<b>Category</b>	<b>Annual subscription fee (excluding GST)</b>
Category 1	Less than \$3,000
Category 2	\$3,001 to \$19,999
Category 3	\$20,000 or more

provided that the subscription fees for these categories will be adjusted from time to time by the Board.

47 The Board must review and confirm each Member's category placement annually based on the annual membership fees invoiced for the forthcoming financial year.

48 A Member's category placement takes effect from the later of:

- the commencement of the relevant financial year; and
- the date the Member is invoiced for that year's membership fees.

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- 49 Each Member shall have one vote for every \$1,000 excluding GST (or part thereof) paid in membership subscriptions.
- 50 A resolution passed by the required majority at any General Meeting or by proxy or remote ballot binds all Members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.
- 51 At any meeting, unless a poll is demanded, a declaration by the President that a resolution has been carried or lost will be conclusive evidence without further proof of such fact.
- 52 At the request of any Voting Member present, a formal poll of all Voting Members shall be conducted to determine the outcome of a vote.
- 53 In the event of a formal poll, each Voting Member shall have one vote for every \$1,000 excluding GST (or part thereof) paid in membership subscriptions for the current financial year.
- 54 A formal poll will be completed be conducted using voting software as determined from time to time by the Board. Voting must open within one week of the General Meeting at which the poll was requested, and must close two weeks after it opened.
- 55 A Voting Member may, by giving notice in writing to the Chief Executive Officer, appoint any other Member as their proxy for voting at a General Meeting. Notice in writing may be given by email.
- 56 **Board composition**
- 57 The Board will consist of a minimum of five Officers and a maximum of nine Officers made up as follows:
- 58 three Officers from Category 1 (elected by Category 1 Members);
- 59 three Officers from Category 2 (elected by Category 2 Members); and
- 60 three Officers from Category 3 Officers (elected by Category 3 Members).
- 61 Only Members within the relevant category may nominate and vote for Officers standing for election in that category.
- 62 **Requirements for election of appointment of Officer**
- 63 Officers will serve for a term of three years and are eligible for re-election.
- 64 Elections must be conducted so that, in each year, one Officer position from each of the three membership categories comes up for election.
- 65 The Board, as at the date of this Constitution, will be subject to the Transitional Schedule.

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- 66 If the number of nominations in a category does not exceed the number of vacancies, the nominee(s) will be declared elected without a vote.
- 67 Unless otherwise required by this Constitution, all questions will be decided by a simple majority of those in attendance in-person voting at a General Meeting and by those voting by proxy or by remote ballot.

### **Resolution in lieu of General Meeting**

- 68 The Society may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75% of the Voting Members voting on the resolution. A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of one or more Members. A Voting Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

### **Place of meeting**

- 69 General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

### **Chair of meeting**

- 70 All General Meetings will be chaired by the President. If the President is absent, the Vice President will chair that meeting.

### **Powers of the chair of the General Meeting**

- 71 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote, and may:
- 71.1 with the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place;
  - 71.2 direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the President be removed from the General Meeting; and
  - 71.3 in the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

### **Board Motions**

- 72 The Board may propose motions for the Society to vote on ("Board Motions"), which will be notified to Members with the Notice of the General Meeting.

### **Members' Motions**

- 73 Any Member may request that a motion be voted on ("Member's Motion") at a General Meeting, by giving Notice to the Chief Executive Officer or Board at least 10 Working Days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). If Notice of the motion is given to the Chief Executive Officer or Board before written Notice of the General Meeting is given to Members, Notice of the motion will be provided to Members with the written Notice of the General Meeting.

### **Minutes**

- 74 The Society must keep minutes of all General Meetings.

## **ANNUAL GENERAL MEETINGS**

### **Requirement to hold Annual General Meeting**

- 75 An Annual General Meeting will be held once a year on a date and at a location and/or using any electronic communication determined by the Board and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings will apply.

### **Timing of Annual General Meeting**

- 76 The Annual General Meeting must be held within six months of the end of the Society's financial year.

### **The business of an Annual General Meeting**

- 77 The business of an Annual General Meeting will be to:
- 77.1 confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
  - 77.2 adopt the annual report on the operations and affairs of the Society;
  - 77.3 adopt the Board's report on the finances of the Society, and the annual financial statements;
  - 77.4 set any subscriptions for the next financial year through the budget approval process with the approval of the Board or a sub-committee of the Board. Any subscription changes would occur from 1 April in the upcoming financial year.
  - 77.5 elect the Officers of the Society for the incumbent term;

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- 77.6 resolve to appoint an auditor to audit the Society's financial statements for the current financial year;
- 77.7 consider any motions of which prior Notice has been given to Members with Notice of the Annual General Meeting; and
- 77.8 consider any general business.

### **Information that must be presented**

- 78 The Board must, at each Annual General Meeting, present the following information:
  - 78.1 To be circulated to Members 15 Working Days prior to the Annual General Meeting:
    - (a) an annual report from the Chief Executive Officer on the operation and affairs of the Society during the most recently completed accounting period;
    - (b) a report from the President on the operation and affairs of the Society during the most recently completed accounting period; and
    - (c) the annual financial statements for that period.

### **SPECIAL GENERAL MEETINGS**

#### **How Special General Meetings may be called**

- 79 A Special General Meeting may be called by the President on their own motion and must be called by the President upon request by a majority of the Board.

#### **Special General Meetings may be called by Member request**

- 80 A Special General Meeting must be called by the President at the request, in writing of no less than 50 ordinary members.

#### **Business of Special General Meeting**

- 81 Any resolution or written request must state the business that the Special General Meeting is to deal with.

#### **Procedure to be followed**

- 82 The rules in this Constitution relating to the procedure to be followed at General Meetings will apply to a Special General Meeting, and a Special General Meeting will only consider and deal with the business specified in the Board's resolution or the written request by Members for the Special General Meeting.

## **BOARD**

### **Board composition**

- 83 The Board will consist of a minimum of five Officers and a maximum of nine Officers.
- 84 Board members must be:
- 84.1 an ordinary member of the Society; or
  - 84.2 an authorised representative of an ordinary member of the Society.
- 85 The Board may appoint an independent remunerated Officer under rule 116.6.

### **Functions of the Board**

- 86 From the end of each Annual General Meeting until the end of the next, the Society must be managed by, or under the direction or supervision of, the Board, in accordance with the Act, any Regulations made under that Act, and this Constitution.
- 87 Without limiting these general functions, the Board will be responsible for:
- 87.1 ensuring that goals are set, and management strategies are in place for achieving them;
  - 87.2 establishing policies for strengthening the performance of the Society;
  - 87.3 monitoring management performance;
  - 87.4 appointing the Chief Executive Officer, setting the terms of the Chief Executive Officer's employment contract and, where necessary, terminating the Chief Executive Officer's employment with the Society;
  - 87.5 deciding on whatever steps are necessary to protect the Society's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
  - 87.6 ensuring the Society's financial statements are true and fair and otherwise conform with law;
  - 87.7 ensuring the Society adheres to high standards of ethics and corporate behaviour; and
  - 87.8 ensuring the Society has appropriate risk management/regulatory compliance policies in place.

### **Powers of the Board**

- 88 The Board has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.
- 89 Without limiting these general powers, the Board will have power to do all or any of the following things:
- 89.1 to research, institute, conduct, defend, compromise, refer to arbitration and abandon any legal or other proceedings commenced by or against the Society, its Board or any of its Officers;
  - 89.2 to enter into all negotiations, contracts and agreements and rescind and vary and execute and do all such acts, deeds, matters and things in the name and on behalf of the Society as it may consider expedient for, or in relation to, any of the matters aforesaid, or otherwise, for the Purposes;
  - 89.3 to carry out all such acts as may be necessary to achieve the Purposes;
  - 89.4 to borrow any money for any of the objects of the Society in any form which the Board may think proper, and to give security;
  - 89.5 to appoint sub-committees and delegate to sub-committees all or any of its powers given under these rules for any period not beyond the date of the next succeeding Annual General Meeting of the Society and to revoke any power so delegated;
  - 89.6 to determine in each year the subscriptions payable by each Member as described in rule 30;
  - 89.7 to delegate in writing for any period not beyond the date of the next succeeding Annual General Meeting of the Society to its Chief Executive Officer or any Officer, any or all of its powers given under these rules and to revoke any powers so delegated; and
  - 89.8 make, amend or rescind bylaws.

### **Sub-committees**

- 90 The Board may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Board:
- 90.1 the quorum of every sub-committee is half the members of the sub-committee but not less than two;
  - 90.2 no sub-committee will have power to co-opt additional members;

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- 90.3 a sub-committee must not commit the Society to any financial expenditure without express authority from the Board; and
- 90.4 a sub-committee must not further delegate any of its powers.

### **General matters**

- 91 The Board and any sub-committee may act by a simple majority resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Board or sub-committee meeting.
- 92 Other than as prescribed by the Act or this Constitution, the Board or any sub-committee may regulate its proceedings as it thinks fit.

### **BOARD MEETINGS**

#### **Procedure**

- 93 The quorum for Board meetings is at least five members of the Board excluding any independent remunerated Officer appointed under rule 116.6.
- 94 A meeting of the Board may be held either:
  - 94.1 by a number of the members of the Board who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
  - 94.2 by means of audio, or audio and visual, communication by which all members of the Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 95 A resolution of the Board is passed at any meeting of the Board if a simple majority of the votes cast on it are in favour of the resolution. Every Officer on the Board will have one vote.
- 96 The Board may also pass resolutions by email. If a resolution is being passed by email, then Board agreement shall be indicated by the number of emails in support of a motion.
- 97 Resolutions of the Board will generally be passed by affirmation. However, if a formal vote is required, this will be by a show of hands or roll call if requested.
- 98 In the event of a tie, the President shall have a casting vote.
- 99 The members of the Board must elect one of their number as President at the first meeting following the AGM. If at a meeting of the Board, the President is not present, the members of the Board present may choose one of their number to be Vice President. The President (or the Vice President, as

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applicable) has a casting vote in the event of a tied vote on any resolution of the Board.

100 Except as otherwise provided in this Constitution, the Board may regulate its own procedure.

101 Any member of the Board may, by giving notice in writing to the Chief Executive, appoint any other Board member as their proxy for a meeting of the Board. Such persons holding proxies shall have the full powers of the absent members.

**Frequency of Board meetings**

102 The Board will meet as required at such times, but not less than three times per year, and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President (or, in the absence of the President, by the Vice President).

103 The Chief Executive must give to all Board members not less than 10 Working Days' Notice of Board meetings, but in cases of urgency, a shorter period of Notice will suffice.

**Chief Executive Officer**

104 The Society will have a Chief Executive Officer.

105 The Chief Executive Officer will be appointed, by a Chief Executive appointment panel.

106 The Chief Executive Officer will be under control of the Board and will be responsible for the general administration of the Society within the policy determined by the Board.

107 The Chief Executive Officer will:

107.1 hold the books, records and documents of the Society;

107.2 conduct, deal with and answer correspondence and perform such other duties as directed by the Board; and

107.3 attend all meetings personally or by deputy and enter up minutes of meetings, control staff (including employment and termination), and supervise the property of the Society.

108 The Chief Executive Officer must record the minutes of all General Meetings and all Board meetings, and all such minutes, when confirmed by the next such meeting and signed by the President, will be prima facie evidence that the meeting was duly called and will be deemed to be a true and correct record of what occurred at that meeting.

109 The salary of the Chief Executive Officer will be determined by the Board.

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- 110 Duties and salaries of other employees of the Society will be determined by the Chief Executive Officer.
- 111 The Chief Executive Officer will, in consultation with the President, correspond, engage and arrange meetings as convenient with Officers and the Members to exchange information, co-ordinate policies and expedite the work and activities of the Society.

## **OFFICERS**

### **Qualifications of Officers**

- 112 Every Officer must be a natural person who:
- 112.1 has consented in writing to be an Officer of the Society; and
  - 112.2 certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

### **Disqualification of Officers**

- 113 The following persons may not hold office as an Officer of the Society:
- 113.1 a person disqualified under section 47(3) of the Act;
  - 113.2 a person who is under 16 years of age;
  - 113.3 a person who is an undischarged bankrupt;
  - 113.4 a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;
  - 113.5 a person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005;
  - 113.6 a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven years:
    - (a) an offence under subpart 6 of Part 4 of the Act;
    - (b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
    - (c) an offence under section 143B of the Tax Administration Act 1994;
    - (d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (a) to (c); or

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- (e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
- 113.7 a person subject to:
- (a) a banning order under subpart 7 of Part 4 of the Act;
  - (b) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003;
  - (c) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
  - (d) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act;
- 113.8 a person who is subject to an order that is substantially similar to an order referred to in rule 113.7 under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

**Requirements for election of appointment of Officer**

- 114 Prior to election or appointment as an Officer a person must:
- 114.1 consent in writing to be an Officer; and
  - 114.2 certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act. Each certificate will be retained in the Society's records.

**Officers' duties**

- 115 At all times, each Officer:
- 115.1 must act in good faith and in what they believe to be the best interests of the Society;
  - 115.2 must exercise all powers for a proper purpose;
  - 115.3 must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
  - 115.4 when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
    - (a) the nature of the Society;

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- (b) the nature of the decision; and
  - (c) the position of the Officer and the nature of the responsibilities undertaken by them;
- 115.5 must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; and
- 115.6 must not agree to the Society incurring an obligation unless they believe at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

**Election or appointment of Officers**

- 116 The election of Officers will be conducted as follows:
- 116.1 Officers will be elected prior to Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy will be filled by a simple majority resolution of the Board and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the "Disqualification of Officers" rule 113). Any such appointment must be ratified at the next Annual General Meeting;
  - 116.2 a candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the "Qualifications of Officers" rule above) must be received by the Society at least 20 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the annual General Meeting;
  - 116.3 votes must be cast in such a manner as the person chairing the meeting determines (including by secret ballot). In the event of any vote being tied, the tie will be resolved by the incoming Board (excluding those in respect of whom the votes are tied);
  - 116.4 two Members (who are not nominees) or non-Members appointed by the President will act as scrutineers for the counting of the votes and destruction of any voting papers;
  - 116.5 the failure for any reason of any Member to receive such Notice of the General Meeting will not invalidate the election;

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- 116.6 in addition to Officers elected under the foregoing provisions of this rule, the Board may appoint other Officers for a specific purpose (including the appointment of one independent remunerated Officer), or for a defined or undefined period. Unless otherwise specified by the Board, any person so appointed will have full speaking and voting rights as an Officer of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the "Disqualification of Officers" rule 113).

### **Term for Officers**

- 117 The term of office for all Officers elected to the Board will be three years.
- 118 Existing Officers of the Board at the time of implementation of the new constitution will transition to a three year term.
- 119 No Officer will serve for more than three consecutive terms on the Board.

### **Removal of Officers**

- 120 An Officer must be removed as an Officer by a simple majority resolution of the Board or the Society where in the opinion of the Board or the Society:
- 120.1 the Officer elected to the Board has been absent from three consecutive Board meetings without leave of absence from the Board;
  - 120.2 the Officer has brought the Society into disrepute;
  - 120.3 the Officer has failed to disclose a conflict of interest;
  - 120.4 the Officer ceases to be an authorised representative of an ordinary member; or
  - 120.5 the Board passes a vote of no confidence in the Officer.
- 121 The Officer (or the Body Corporate the Officer represents) ceases to be a Member with effect from (as applicable) the date specified in a resolution of the Board or Society.

### **Ceasing to hold office**

- 122 An Officer ceases to hold office when they resign (by Notice in writing to the Board), are disqualified under rule 113, are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- 123 In the event of an Officer resigning, being declared bankrupt or dying, the Board may co-opt a replacement who shall serve the remainder of the former Officer's term.

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- 124 Each Officer will within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers and other property of the Society held by such former Officer.
- 125 Despite vacating office as an Officer, a person who has held office as an Officer remains liable for acts and omissions and decisions made while that person was an Officer.

### Conflicts of interest

- 126 An Officer or Member of a sub-committee who is an Interested Officer in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- 126.1 to the Board and or sub-committee; and
  - 126.2 in the Interests Register kept by the Board.

### How disclosure must be made

- 127 Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.

### Interested Officer

- 128 An Officer or member of a sub-committee who is an Interested Officer regarding a Matter:
- 128.1 must not vote or take part in the decision of the Board and/or sub-committee relating to the Matter unless all members of that Board and/or sub-committee who are not interested in the Matter consent; and
  - 128.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of that Board and/or sub-committee who are not interested in the Matter consent; but
  - 128.3 may take part in any discussion of the Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Board and/or sub-committee (unless the Board and/or sub-committee decides otherwise).

### Quorum where there is an Interested Officer

- 129 An Officer or member of a sub-committee who is prevented from voting on a Matter may not be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 130 Where 50% or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter.

- 131 Where 50% or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Board will consider and determine the Matter.

## **RECORDS**

### **Register of Members**

- 132 The Society will keep an up-to-date Register of Members.
- 133 The Society must update the Society's membership records as soon as practicable after becoming aware of changes to the information recorded on the Register of Members.

### **Information contained in the Register of Members**

- 134 For each current Member, the information contained in the Register of Members will include:
- 134.1 their name;
  - 134.2 the date on which they became a Member (if there is no record of the date they joined, this date will be recorded as "Unknown"); and
  - 134.3 their contact details, including:
    - (a) a physical address or an electronic address;
    - (b) a telephone number;
    - (c) postal address;
    - (d) email address (if any);
    - (e) occupation; and
    - (f) whether the Member is financial or unfinancial.

### **Change of contact details**

- 135 Every current Member must promptly advise the contact person of the Society of any change of the Member's contact details.

### **Former Members of the Society**

- 136 The Society will also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous seven years, the Society will record:
- 136.1 the former Member's name; and
  - 136.2 the date the former Member ceased to be a Member.

### **Interests Register**

- 137 The Board will at all times maintain an up-to-date Interests Register of the interests disclosed by Officers and by members of any sub-committee.
- 138 The interests register will be held electronically on a Governance platform like BoardPro.

### **Access to information for Members**

- 139 A Member may at any time make a written request to the Society for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified. The Society must, within a reasonable time after receiving a request:
- 139.1 provide the information;
  - 139.2 agree to provide the information within a specified period;
  - 139.3 agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
  - 139.4 refuse to provide the information, specifying the reasons for the refusal.

### **Refusal to provide information for Members**

- 140 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
- 140.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
  - 140.2 the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members;
  - 140.3 the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society;
  - 140.4 the information is not relevant to the operation or affairs of the Society;
  - 140.5 withholding the information is necessary to maintain legal professional privilege;
  - 140.6 the disclosure of the information would, or would be likely to, breach an enactment;
  - 140.7 the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or

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any other person) will or may receive from the disclosure of the information;

- 140.8 the request for the information is frivolous or vexatious; or
- 140.9 the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

### **Charges for information**

- 141 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society:
  - 141.1 that the Member will pay the charge; or
  - 141.2 that the Member considers the charge to be unreasonable.
- 142 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## **FINANCES**

### **Control and management**

- 143 The funds and property of the Society will be:
  - 143.1 controlled, invested and disposed of by the Board, subject to this Constitution; and
  - 143.2 devoted solely to the promotion of the Purposes of the Society.

### **Bank accounts**

- 144 The Board will maintain bank accounts in the name of the Society.

### **Money received on account of the Society**

- 145 All money received by the Society is to be paid into bank accounts opened in the name of the Society, within a reasonable timeframe of receipt, and from which authorised payments are to be made in accordance with policies determined from time to time by the Board.

### **Accounting records and audit**

- 146 The Board must ensure that:
  - 146.1 There are kept at all times accounting records that:
    - (a) correctly record the transactions of the Society;
    - (b) allow the Society to produce financial statements that comply with the requirements of the Act; and

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(c) would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).

146.2 In accordance with the Act, in each financial year, the accounting records are audited by a qualified auditor (as defined in the Act) who must comply with all auditing and assurance standards (also defined in the Act), and that:

(a) the auditor makes a report to the Members on the financial statements audited by the auditor; and

(b) if the auditor's report indicates the requirements of the Act have not been complied with then, pursuant to the Act, the auditor must, within 7 Working Days after signing the report, send a copy of the report and a copy of the financial statements to which it relates to the Registrar.

**System of control of accounting records**

147 The Board must establish and maintain a satisfactory system of control of the Society's accounting records.

**Accounting records must be kept in written form**

148 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.

**Balance date**

149 The Society's financial year will end on 31 March each year.

**DISPUTE RESOLUTION**

**Meanings of dispute and complaint**

150 A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations set out below in rule 152.

151 The disagreement or conflict may be between any of the following persons:

151.1 two or more Members;

151.2 one or more Members and the Society;

151.3 one or more Members and one or more Officers;

151.4 two or more Officers;

151.5 one or more Officers and the Society; or

151.6 one or more Members or Officers and the Society.

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- 152 The disagreement or conflict relates to any of the following allegations:
- 152.1 a Member or an Officer has engaged in misconduct;
  - 152.2 a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act;
  - 152.3 the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act; or
  - 152.4 a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

**Members or Officers may make a complaint**

- 153 A Member or an Officer may make a complaint by giving to the Board (or a complaints sub-committee) a Notice in writing that:
- 153.1 states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution;
  - 153.2 sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
  - 153.3 sets out any other information or allegations reasonably required by the Society.

**Society may make a complaint**

- 154 The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a Notice in writing that:
- 154.1 states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
  - 154.2 sets out the allegation to which the dispute relates.

**Information which must be contained in a complaint**

- 155 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

**Cooperation to resolve disputes**

- 156 All Members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 157 The complainant raising a dispute, and the Board, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or

arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

**Other manner**

158 A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

**A person who makes complaint has right to be heard**

159 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

160 If the Society makes a complaint:

160.1 the Society has a right to be heard before the complaint is resolved or any outcome is determined; and

160.2 an Officer may exercise that right on behalf of the Society.

161 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:

161.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);

161.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;

161.3 an oral hearing (if any) is held before the decision maker; and

161.4 the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

**Investigating and determining dispute**

162 The Board must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined provided that:

162.1 if the complaint relates to one or more Officers, that Officer or those Officers must be excluded from the Board's management of the dispute resolution process and decision making;

162.2 if the complaint is made by one or more Officers, that Officer or those Officers must be excluded from the Board's management of the dispute resolution process and decision making; and

162.3 if the Board is unable to proceed because it will not have a quorum of Officers to conduct the dispute resolution process as a consequence of the above, the Board must appoint an individual who is not a Member or Officer to manage the dispute resolution process and make a decision about the complaint.

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- 163 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.
- 164 After completing the dispute resolution process, the Board or the independent person appointed (the decision maker) may:
- 164.1 make a finding considered by the decision maker to be fair and consistent with the evidence provided by the dispute resolution process;
  - 164.2 in the case of a complaint against a Member, suspend the Member's membership for a defined period or terminate the Member's membership; or
  - 164.3 in the case of complaint against an Officer, remove the Officer from their role as an Officer (and if the Officer is also a Member, as a Member).

### **Society may decide not to proceed further with complaint**

- 165 Despite the "Investigating and determining dispute" rule above, the Society may decide not to proceed further with a complaint if:
- 165.1 the complaint is considered to be trivial;
  - 165.2 the complaint does not appear to disclose or involve any allegation of the following kind:
    - (a) that a Member or an Officer has engaged in material misconduct; or
    - (b) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act;
  - 165.3 that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
  - 165.4 the complaint appears to be without foundation or there is no apparent evidence to support it;
  - 165.5 the person who makes the complaint has an insignificant interest in the matter;
  - 165.6 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
  - 165.7 there has been an undue delay in making the complaint.

### **Society may refer complaint**

- 166 The Society may refer a complaint to:

- 166.1 a sub-committee or an external person to investigate and report; or
  - 166.2 a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.
- 167 The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

### **Decision makers**

- 168 A person may not act as a decision maker in relation to a complaint if two or more members of the Board or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:
- 168.1 impartial; or
  - 168.2 able to consider the matter without a predetermined view.

## **LIQUIDATION AND REMOVAL FROM THE REGISTER**

### **Resolving to put society into liquidation**

- 169 The Society may be liquidated in accordance with the provisions of Part 5 of the Act.
- 170 The Board must give 30 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.
- 171 The Board must also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice must include all information as required by section 228(4) of the Act.
- 172 The procedure to be followed at General Meetings will apply however, notwithstanding rule 43, any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members present and voting at a General Meeting.

### **Resolving to apply for removal from the Register**

- 173 The Society may be removed from the Register in accordance with the provisions of Part 5 of the Act.
- 174 The procedure to be followed at General Meetings will apply, however, the Board must give 30 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register.
- 175 The Board must also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice must include all information as required by section 228(4) of the Act.
- 176 Any resolution to remove the Society from the Register must be passed by a two-thirds majority of all Members present and voting at a General Meeting.

### **Surplus assets**

- 177 If the Society is liquidated or removed from the Register, no distribution will be made to any Member.
- 178 On the liquidation or removal from the Register of the Society, its surplus assets, after payment of all debts, costs and liabilities, shall be vested in one or more not-for-profit organisations with purposes reasonably similar to the Society's.
- 179 However, in any resolution under these rules 177 to 179, the Society may approve a distribution to one or more not-for-profit entities other than the class specified above, so long as the Society complies with this Constitution and the Act in all other respects.

### **ALTERATIONS TO THE CONSTITUTION**

#### **Amending this Constitution**

- 180 All amendments to this Constitution must be made in accordance with this Constitution. Any minor or technical amendments will be notified to Members as required by section 31 of the Act.
- 181 The procedure to be followed at General Meetings shall apply, notwithstanding rule 43, however the Society may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 182 That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.
- 183 Any proposal to amend or replace this Constitution must be signed by at least 5 Members entitled to vote and given in writing to the Board at least 15 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 184 At least 10 Working Days before the General Meeting at which any amendment is to be considered, the Board will give to all Members Notice of the proposed resolution, the reasons for the proposal, and any recommendations the Board has.
- 185 When an amendment is approved by a General Meeting, it will be notified to the Registrar in the form and manner specified in the Act for registration, and shall take effect from the date of registration.

### **OTHER**

#### **Bylaws**

- 186 The Board from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct

applicable to Members will be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation. This Constitution, and such regulations, bylaws and policies, must be available at all reasonable times for inspection by Members, and copies must be provided (at reasonable cost, if required by the Board) to any Member on request.

**Use of Society Brand/Logo**

- 187 All Members may display the Society's approved brand, trade mark or logo in a style, manner and position as prescribed or approved by the Board from time to time.
- 188 All signs, trade marks and intellectual property, which contain or refer to the Society brand or logo, remain the property of the Society.
- 189 Any Member who ceases to be a member will, at the Member's expense, immediately remove and return to the Society any signage owned by the Society and immediately cease the use and display of any Society brand, trade mark, logo, or other similar material.

**SCHEDULE 1**

**Transitional Schedule**

The purpose of this Schedule is to transition the existing Board to the category-based Board structure, without requiring all Officers to vacate office at the same time.

On adoption of this Constitution, the Board will assign each current Officer to one of the three membership categories, based on the category of the Member they represent.

The Board must determine, by resolution, which Officer in each category will be deemed to have ("Term Allocations"):

- one year remaining of their current term;
- two years remaining of their current term; and
- three years remaining of their current term.

The Board must ensure that, after this allocation, the expiry of Officers' terms results in one Officer position per category being elected each year going forward.

The transitional Term Allocations replace any previous term expiry dates that may have applied to those Officers.